

STATE OF SOUTH CAROLINA

Application by South Carolina Generating Company, Inc. for
Authority to Enter into a Note Agreement to Defray the
Cost of Certain Capital Expenditures

Application of South Carolina Generating Company, Inc. to
Enter Into a Note Agreement to Refinance an Expiring
Credit Agreement and to Finance Additional Costs of
Construction Expenditures and of South Carolina Electric &
Gas Company to Enter into Agreements Supporting the
Transaction

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

COVER SHEET

DOCKET

NUMBERS: 92 - 931 - E
2003 -355 - E
2008 -161 - E

(Please type or print)

Submitted by: K. Chad Burgess

SC Bar Number: 69456

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NOTE: The cover sheet and information contained herein neither replaces nor supplements the filing and service of pleadings or other papers as required by law. This form is required for use by the Public Service Commission of South Carolina for the purpose of docketing and must be filled out completely.

DOCKETING INFORMATION (Check all that apply)

☐ **Emergency Relief demanded in petition** ☐ **Request for item to be placed on Commission's Agenda expeditiously**

☐ **Other:** _____

INDUSTRY (Check one)	NATURE OF ACTION (Check all that apply)			
<input checked="" type="checkbox"/> Electric	<input type="checkbox"/> Affidavit	<input checked="" type="checkbox"/> Letter	<input type="checkbox"/> Request	
<input type="checkbox"/> Electric/Gas	<input type="checkbox"/> Agreement	<input type="checkbox"/> Memorandum	<input type="checkbox"/> Request for Certification	
<input type="checkbox"/> Electric/Telecommunications	<input type="checkbox"/> Answer	<input type="checkbox"/> Motion	<input type="checkbox"/> Request for Investigation	
<input type="checkbox"/> Electric/Water	<input type="checkbox"/> Appellate Review	<input type="checkbox"/> Objection	<input type="checkbox"/> Resale Agreement	
<input type="checkbox"/> Electric/Water/Telecom.	<input type="checkbox"/> Application	<input type="checkbox"/> Petition	<input type="checkbox"/> Resale Amendment	
<input type="checkbox"/> Electric/Water/Sewer	<input type="checkbox"/> Brief	<input type="checkbox"/> Petition for Reconsideration	<input type="checkbox"/> Reservation Letter	
<input type="checkbox"/> Gas	<input type="checkbox"/> Certificate	<input type="checkbox"/> Petition for Rulemaking	<input type="checkbox"/> Response	
<input type="checkbox"/> Railroad	<input type="checkbox"/> Comments	<input type="checkbox"/> Petition for Rule to Show Cause	<input type="checkbox"/> Response to Discovery	
<input type="checkbox"/> Sewer	<input type="checkbox"/> Complaint	<input type="checkbox"/> Petition to Intervene	<input type="checkbox"/> Return to Petition	
<input type="checkbox"/> Telecommunications	<input type="checkbox"/> Consent Order	<input type="checkbox"/> Petition to Intervene Out of Time	<input type="checkbox"/> Stipulation	
<input type="checkbox"/> Transportation	<input type="checkbox"/> Discovery	<input type="checkbox"/> Prefiled Testimony	<input type="checkbox"/> Subpoena	
<input type="checkbox"/> Water	<input type="checkbox"/> Exhibit	<input type="checkbox"/> Promotion	<input type="checkbox"/> Tariff	
<input type="checkbox"/> Water/Sewer	<input type="checkbox"/> Expedited Consideration	<input type="checkbox"/> Proposed Order	<input type="checkbox"/> Other:	
<input type="checkbox"/> Administrative Matter	<input type="checkbox"/> Interconnection Agreement	<input type="checkbox"/> Protest		
<input type="checkbox"/> Other:	<input type="checkbox"/> Interconnection Amendment	<input type="checkbox"/> Publisher's Affidavit		



June 18, 2008

VIA ELECTRONIC FILING

The Honorable Charles Terreni
Chief Clerk/Administrator
Public Service Commission of South Carolina
101 Executive Center Drive (29210)
Post Office Drawer 11649
Columbia, South Carolina 29211

RE: Application of South Carolina Generating Company, Inc. to Enter Into a Note Agreement to Refinance an Expiring Credit Agreement and to Finance Additional Costs of Construction Expenditures and of South Carolina Electric & Gas Company to Enter Into Agreements Supporting the Transaction
Docket No. 92-931-E

Application of South Carolina Generating Company, Inc. for Authority to Enter into a Master Note Agreement to Defray the Cost of Certain Capital Expenditures
Docket No. 2003-355-E

Application of South Carolina Generating Company, Inc. for Authority to Enter into a Note Agreement to Defray the Cost of Certain Capital Expenditures
Docket No. 2008-161-E

Dear Mr. Terreni:

By Order No. 92-611, dated July 29, 2002, issued in Docket No. 92-391-E, the Public Service Commission of South Carolina ("Commission") authorized South Carolina Generating Company, Inc. ("GENCO") and South Carolina Electric & Gas Company ("SCE&G"), among other things, "to negotiate the terms of and to enter into a Note Agreement and Note(s) . . . with such changes as [GENCO and SCE&G] deem advisable, in the principal amount of Seventy-eight Million Five Hundred Thousand Dollars (\$78,500,000)" Additionally, pursuant to Order Nos. 2003-740 and 2004-392, dated December 22, 2003 and October 11, 2004, respectively, issued in Docket No. 2003-355-E, the Commission authorized GENCO, among other things, "to negotiate the terms of and to enter into a New Note Agreement and modifications from time to time thereto and to the Existing Note Agreement, and the related instruments, including the New Notes, with such changes as GENCO deems advisable, in the principal amount of not exceeding One Hundred Million Dollars (\$100,000,000)" Finally, in Order No. 2008-385, issued in Docket No. 2008-161-E, the Commission granted GENCO, among other things, a "Certificate of Authority to (a) issue in aggregate up to one hundred sixty million dollars (\$160,000,000) of New Notes"

(Continued . . .)

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Pursuant to Order Nos. 92-611, 2003-740, and 2008-385, GENCO is required to file with the Commission conformed copies of the instruments and any amendments, modifications and extensions thereto in final form in which they are executed. The purpose of this letter is to advise the Commission that on May 30, 2008, the Company executed the following documents pursuant to the authority granted to GENCO by the Commission in Order Nos. 92-611, 2003-740, and 2008-385:

1. Inducement letter;
2. Subordination Agreement;
3. Guarantee Agreement;
4. First Modification to 2004 Note Agreement;
5. Second Modification to 1992 Note Agreement;
6. Second Amended and Restated Mortgage and Security Agreement;
7. Note Agreement;
8. Indemnity Agreement;
9. Amendment No. 1 to Security Agreement;
10. Amendment No. 1 to Collateral Agency Agreement; and
11. 2008-A Senior Note.

In compliance with the above-referenced Orders, you will find enclosed for filing only a copy of these documents. By copy of this letter we are also providing a copy of these documents to counsel for the South Carolina Office of Regulatory Staff.

If you have any questions, please do not hesitate to contact us.

Very truly yours,



K. Chad Burgess

KCB/kms

Enclosures

cc: Shannon Bowyer Hudson, Esquire
(via hand delivery w/enclosures)